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RECORDATION NO. 21715-B

JAN 5 '99

2-05 PM

December 29, 1998
101198-1

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street NW, Room 715
Washington, D.C. 20423

Re: Recordation No. 21715

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) and 49 C.F.R. Section 1177, are one (1) original and two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 21715.

The names and addresses of the parties to the enclosed documents are:

Assignor: BancBoston Leasing Inc.
100 Federal Street
Boston, MA 02110

Assignee: Bombardier Capital Inc.
1600 Mountain View Drive
Colchester, VT 05446

A description of the railroad equipment covered by the enclosed documents is:

Twenty three (23) used railcars consisting of five (5) Berwick cars numbered as MERX 0001 through MERX 0005 and eighteen (18) Johnstown America cars numbered as MERX 0030

RECEIVED
SURFACE TRANSPORTATION
BOARD
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COMMISSION
SERVICE SECTION

Counterparts - Jch.

NUTTER, McCLENNEN & FISH, LLP

Mr. Vernon A. Williams

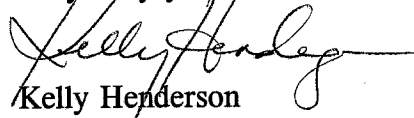
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through MERX 0035, MERX 0058, MERX 0065, MERX 0066, MERX 0071 and MERX 0090 through MERX 0097.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Please return stamped copies of the enclosed documents as evidence of recordation to my attention.

Very truly yours,



Kelly Henderson

Enclosures

558940_1.WP6

JAN 5 '99

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of the 30 day of December, 1998, ("Agreement") is made at Boston, Massachusetts by and between BancBoston Leasing Inc. ("Assignor"), a Massachusetts corporation with its principal place of business at 100 Federal Street, Boston, Massachusetts 02110 and Bombardier Capital Inc. ("Assignee"), a company with its principal place of business at 1600 Mountain View Drive, Colchester, VT 05446.

WHEREAS, Assignor owns twenty-three (23) used railcars consisting of five (5) Berwick cars numbered as MERX 0001 through MERX 0005, and eighteen (18) Johnstown America cars numbered as MERX 0030 through MERX 0035, MERX 0058, MERX 0065, MERX 0066, MERX 0071 and MERX 0090 through MERX 0097 (the "Equipment") which have been leased to Merco Joint Venture, LLC pursuant to Equipment Schedule No. 1 to the Master Lease Agreement, dated as of October 2, 1998 (the "Master Agreement");

WHEREAS, a Memorandum of Lease covering the Schedule was recorded with the Surface Transportation Board on October 15, 1998 as Recordation Number 21715;

WHEREAS, pursuant to a certain Purchase, Assignment, Assumption and Indemnity Agreement of even date herewith, Assignor has agreed to sell and Assignee has agreed to purchase certain assets, including but not limited to all of Assignor's right, title and interest in Equipment Schedule No.1, relating to the twenty-three (23) cars referenced above, Rider No.1 to the Master Agreement, the Master Agreement as it relates to the Equipment Schedule No. 1 (collectively, the "Lease"), and the Equipment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written and filed with the Surface Transportation Board evidencing the purchase of the Lease and the Equipment by Assignee.

ASSIGNOR:

ASSIGNEE:

BANCOSTON LEASING INC.

BOMBARDIER CAPITAL, INC.

By:

Annemarie R. Warren
Title: Assistant Vice President

By:

[Signature]
Title: Vice President Operations

[NOTARIAL ACKNOWLEDGEMENT ON FOLLOWING PAGES]

STATE OF Massachusetts)
COUNTY OF Suffolk), ss

On this 29th day of December —, 1998 before me personally appeared Artemaie Warner, to me personally known, who being by me duly sworn, says that he is the Asst. V.P. of BancBoston Leasing Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Before me,

Bernard M. Owens, Jr.

Notary Public
My Commission expires:

BERNARD M. OWENS, JR.
Notary Public

My Commission Expires September 10, 2004

[NOTARIAL ACKNOWLEDGEMENT ON FOLLOWING PAGE]

STATE OF

)

)

COUNTY OF

), ss

On this 4th day of ~~December~~ ^{January}, 1998⁹ before me personally appeared Ron Dave, to me personally known, who being by me duly sworn, says that he is the Vice President of Bombardier Capital Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Before me,

Susan Blonski

Notary Public

My Commission expires: 2/10/99

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